> Increasingly, large scale business projects are undertaken in legal forms that, through complex contracting, allow for joining corporate investment and for specified allocation of managerial authority. Such forms offer evident advantages: access to capital, to specialized knowledge and relationships, and potentially to operating synergies.[19]

At the very least, the Commission should attribute cable subscribers on a *pro rata* basis. For example, where TCI owns a 20% general partnership interest in TCA, TCI should be attributed with no more than 20% of the applicable subscribers, since attributing all subscribers to both parties results in double counting and grossly misstates the number of cable subscribers being served by either entity. It is important that the Commission recognize the positive nature of TCI's involvement in these partnership systems without any corresponding harm to the goals of diversity and competition. The legal form of the entities should not be elevated over the substance of the true local management and operation of these systems by Bresnan and TCA.

III. INCREASING THE HORIZONTAL CABLE CAP WILL FACILITATE THE DEVELOPMENT OF TECHNOLOGY

A. The Cable Industry Is Rapidly Deploying New Services and Upgrading Cable Networks

1. High-Speed Cable Modems

Cable companies, including Bresnan and TCA, have expanded commercial cable modem services into approximately 87 markets throughout the United States. Today, 13.9 million cable homes have access to residential cable modem services in 29 states and

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[19] *U S West, Inc. v. Time Warner, Inc. and Time Warner Entertainment Co., L.P.*, 1996 Del. Ch. LEXIS 55, *2 (Del. Ch. 1996).

nearly 125,000 cable customers subscribe to this service.[20] Cable modem service offers a dramatic improvement over telephone-based modem technology. With the ability to access the Internet and on-line services at speeds 50 to 100 times faster than telephone-based modems, cable modem service subscribers can realize the full potential of the Internet.

2. Digital Cable Television

Cable television, traditionally an analog medium, is now transitioning to both digital programming and digital distribution systems. Both are vital to the cable industry's plans to meet competition from the various alternative MVPDs by increasing cable channel capacity and programming diversity. In many instances, cable operators are upgrading their systems by replacing some analog channels with a digital tier of many new channels. An example of such a service is TCI's "Headend In the Sky" service, with which subscribers can choose from 12 digital tiers that offer up to 155 digital networks. NCTA estimates that there will be approximately 500,000 subscribers to cable's digital services in 1998, and this number is expected to grow to an estimated 2.7 million subscribers in 1999.[21]

3. Local Cable Phone Service

After several years of establishing the necessary regulatory foundation, cable operators in various communities are now emerging as viable *facilities-based* competitors to local telephone monopolies. Unlike many new CLECs, cable operators commonly offer these

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[20] Paul Kagan Associates, *Cable TV Technology*, March 31, 1998, p. 5.

[21] *See* NCTA web page <www.ncta.com/overview98_2.html>.

services to both commercial *and residential* customers. Examples of cable operators providing local exchange telephone services, either now or in the near future, include:

- Cox Communications in Orange County, California; Phoenix, Arizona; Omaha, Nebraska; Hampton Roads, Virginia and parts of New England;
- TCI in Arlington Heights, Illinois and Hartford, Connecticut;
- Cablevision Systems Corp. in ten Long Island, New York communities;
- Adelphia in each of the 12 states where it operates (both local and long distance service is planned); and
- Jones Communications in Alexandria, Virginia and Prince George's County, Maryland.[22]

The recently-announced merger of AT&T and TCI is expected to accelerate this deployment. AT&T Consumer Services, to be formed immediately after the merger is finalized, plans to provide a broad set of consumer communications services — including local, long distance, wireless and international communications, dial-up and high-speed Internet access services. AT&T and TCI have announced that the new unit will significantly accelerate the upgrading of the TCI cable infrastructure, enabling it to begin providing digital telephony and data services to consumers by the end of 1999, in addition to digital video services.[23]

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[22] *See* NCTA web page <www.ncta.com/overview98_2.html>.

[23] *AT&T, TCI to Merge, Create New AT&T Consumer Services Unit*, AT&T News Release (June 24, 1998).

B. Cable Operators Need Capital And Highly-Skilled Technical Resources To Deploy These New Technologies, Which Are Made Available Through Partnerships With MSOs Like TCI

While cable operators are now rapidly upgrading and expanding their facilities, and deploying new services, highly-skilled technical resources are essential to this effort. Typically, such resources are staffed at the corporate or headquarters level, and made available to local operators to support specific projects (*e.g.*, a system upgrade or roll-out of cable modem service) or to provide on-going staff support. In addition, significant capital is needed for system upgrades and to support the deployment of new services, which inevitably sustain initial losses following roll-out. Through partnerships with MSOs like TCI, capital and essential personnel are available to companies the size of Bresnan and TCA.

C. Cable Operators Require a Higher Horizontal Cap Than Television Broadcasters

Pursuant to Section 202(c)(1) of the Telecommunications Act of 1996, the Commission was directed by Congress to revise the national television multiple ownership rule in FCC Rule § 73.3555 "by increasing the national audience reach limitation for television stations to 35%." P.L. No. 104-104, 110 Stat. 56 § 202(c)(1)(B) (1996). Pursuant to that mandate, the Commission amended the national television multiple ownership rule in Section 73.3555 to prohibit anyone from "having a cognizable interest in TV stations which have an aggregate national audience reach exceeding thirty-five (35) percent." FCC Rule § 73.3555(e)(1).

In enacting this rule, the Commission recognized that Congress was silent about the so-called UHF discount by which "UHF television stations shall be attributed with

50 percent of the television households in their ADI market." FCC Rule § 73.3555(e)(2)(i). The Commission decided to retain the UHF discount pending the outcome of its pending proceeding regarding the television broadcast ownership rules in MM Docket No. 91-221, 10 F.C.C. Rcd. 3524 (1995). *See Order*, 11 F.C.C. Rcd. 12374 ¶ 4 (1996). As a result of these rules, television broadcasters may reach at least 35% of the national audience with an all VHF network or as much as 70% of the national audience with an all UHF network as PaxNet has established. In other words, the horizontal cap for television station ownership is somewhere between 35 and 70%. Antitrust guidelines allow a company to reach 50% of a market before any impediment is found to exist.[24]

Given the continuous requirement to reinvest in cable plant and technology that can only be accomplished economically through clustering of systems, and given that such capital may often times be available only through investment and partnership with an MSO, the cable industry has a legitimate basis for requiring a higher cap than the television broadcasting industry. In view of the fact that the cap may be as high as 70% for television broadcasters, and antitrust guidelines permit up to 50%, the current 30% horizontal ownership cap imposed on cable operators is no less than arbitrary and capricious.

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[24] *See* ABA Section of Antitrust Law, *Antitrust Law Developments (Fourth)* 236 (1997) (cited in *Ownership Limits*, FCC 98-138 at ¶ 14 n. 34).

IV. INCREASING THE HORIZONTAL CABLE CAP WILL NOT HAMPER THE DEVELOPMENT OF INDEPENDENT PROGRAMMING SOURCES

A. There Has Been An Explosion Of Both Unaffiliated And Affiliated New Programming Networks In Recent Years

The current level of concentration among MSOs has not prevented the dramatic expansion of programming sources and networks, including both those affiliated with MSOs and independent networks. In the *Horizontal Further Notice* (at ¶ 43), the Commission acknowledges this reality. For example, from 1990 to 1997, there was an explosion of new networks: a total of 103 new national programming networks were launched. This is almost double the number of networks (59) that were launched during the previous two decades.[25]

Of these 103 new networks, a substantial majority — 61% — are not affiliated with cable operators.[26] Moreover, among network services that are planned for future launch, the percentage of unaffiliated networks is even more dramatic. Of the 77 planned national programming services listed in the Commission's *Fourth Annual Competition Report*,[27] only five (or 6.5%) of these are affiliated with MSOs. The overwhelming majority — 72 networks, or 93.5% — are unaffiliated with MSOs.

In short, these statistics vividly demonstrate that affiliation with an MSO is not required to launch and successfully operate a national programming network.

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[25] Statistics computed from the following sources: National Cable Television Ass'n, Cable Television Developments, Fall 1997, at 28-97 and *Annual Assessment of the Status of Competition in Markets for the Delivery of Video Programming*, Fourth Annual Report, 1998 FCC LEXIS 140, Table F-5 (rel. Jan. 13, 1998).

[26] *Id.*

[27] *See* Tables F-3 and F-4.

B. A Horizontal Ownership Cap Of 50% Would Not Impede The Distribution Of National Programming Networks

As of July 1998, there are approximately 78 million MVPD subscribers nationally.[28] If a network could not obtain carriage with an MSO reaching 50% of these subscribers, it would still have 39 million potential subscribers available. The FCC correctly recognizes that a network must reach 10 to 20 million subscribers in order to achieve commercial viability.[29] In other words, a network would only need to achieve a penetration rate of between 26% and 51% among the *remaining* MVPDs in order to launch and operate successfully, even if one MSO controlled 50% of the market (the antitrust guideline standard) and refused entirely to carry the service.

Independent start-up networks, such as The History Channel and Home & Garden Television ("HGTV"),[30] demonstrate that affiliation with an MSO is not necessary for a successful launch. The History Channel, which launched in January 1995, has seen incredible growth — passing the 50 million subscriber mark in only 3 ½ years — and company executives expect the network to reach the 60 million subscriber milestone shortly.[31] HGTV launched in December 1994, and now reaches over 42 million homes. The network estimates that it will reach 50 million subscribers within nine months.[32] Certainly, the current

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[28] NCTA Comments at 6.

[29] *Horizontal Further Notice* at ¶ 45.

[30] HGTV is wholly owned by E.W. Scripps Company, which formerly operated cable television systems. However, the company divested its cable television systems in 1996.

[31] Linda Moss, *At 50 M Subs, Is 70 M a Dream?*, Multichannel News at 8, 22, July 27, 1998.

[32] *Id.*

level of concentration in the cable industry has not slowed the tremendous growth of these start-up networks, and there is no reason to believe that a modest expansion of the horizontal ownership limit would impede the development of start-up networks in any way.

CONCLUSION

For the foregoing reasons, Bresnan and TCA urge the Commission to allow them to compete fairly and without governmental intrusion in the multichannel video and broadband services marketplace. This can only be accomplished if the Commission lifts the artificially low horizontal ownership cap imposed on the cable television industry and/or devises attribution rules designed to insure that subscribers are attributed only to the entities that are in managerial control. At the very least, the Commission should attribute subscribers on a pro rata basis according to each company's ownership percentage to avoid unfair double-counting, regardless of the ownership structure involved (corporation, partnership, LLC, etc.), while continuing to maintain reasonable exemptions for limited partners who are not materially involved in the management and operation of the systems.

Respectfully submitted,

BRESNAN COMMUNICATIONS COMPANY, L.P.
TCA CABLE TV, INC.

By: _____

Wesley R. Heppler
David M. Silverman
James W. Tomlinson
COLE, RAYWID & BRAVERMAN, L.L.P.
1919 Pennsylvania Ave., N.W., Suite 200
Washington, D.C. 20006
(202) 659-9750

Their Attorneys

August 14, 1998

EXHIBIT 1

TCA MANAGEMENT COMPANY
3015 SSE LOOP 323
TYLER, TEXAS 75701
(903) 595-3701
FAX: (903) 595-1929

August 5, 1998

VIA FACSIMILE #(202)452-0067

Mr. Wesley R. Heppler
Cole, Raywid & Braverman
1919 Pennsylvania Avenue, N.W., Suite 200
Washington, D.C. 20006

Re: Franchise Systems Contributed to TCA Cable Partners II

Dear Wes:

On February 2, 1998, TCI American Cable Holdings, IV, L.P. and TCA Holdings II, L.P. contributed the following franchise systems to TCA Cable Partners II, a Delaware general partnership:

TCI American Cable Holdings, IV, L.P.:

1. Bossier City, LA
2. Bossier Parish, LA
3. Barksdale AFB, LA
4. Haughton, LA
5. Fillmore, LA
6. Princeton, LA
7. Calcasieu Parish, LA (Sulphur)
8. Sulphur, LA
9. Calcasieu Parish, LA (Lake Charles)
10. Lake Charles, LA
11. Dyess AFB, TX
12. Abilene, TX
13. Tye, TX
14. Sweetwater, TX
15. Mt. Pleasant, TX
16. Titus County, TX (no franchise)*
17. Mt. Vernon, TX
18. Franklin County, TX (no franchise)*
19. New Boston, TX
20. Pittsburg, TX
21. Camp County, TX (no franchise)*
22. Nolan, TX (no franchise)*
23. Gainesville, TX
24. Oak Ridge, TX
25. Whitesboro, TX
26. Sadler, TX
27. Mineral Wells, TX
28. Palo Pinto, TX (no franchise)*
29. Perryton, TX
30. DeKalb, TX
31. Bowie, TX (no franchise)*
32. Hooks, TX
33. Red River Army Depot, TX
34. Cherokee County, TX (no franchise)*
35. Maud, TX
36. Tyler, TX
37. Smith County, TX (no franchise)*
38. Whitehouse, TX
39. Jacksonville, TX

* Do not require franchise agreements.

TCA Holdings II, L.P.:

1. Amarillo, TX
2. Canyon, TX
3. Rockwell, TX (no franchise)*
4. Lake Tanglewood, TX
5. Clovis, NM
6. Farwell, TX
7. Texico, NM
8. Cannon AFB, NM
9. Dalhart, TX
10. Plainview, TX
11. Floydada, TX
12. Athens, TX
13. Gladewater, TX
14. Whiteoak, TX
15. Clarksville, Tx
16. Warren City, TX
17. Union Grove, TX
18. Henderson, TX
19. Mineola, TX
20. Lindale, TX
21. Grand Saline, TX
22. Quitman, TX
23. Hide-a-way Lake (easement rights)
24. Paris, TX
25. Honey Grove, TX
26. Reno, TX
27. Roxton, TX
28. Toco, TX
29. Lamar County, TX (no franchise)*
30. Sulphur Springs, TX
31. Como, TX
32. Winnsboro, TX
33. Big Spring, TX
34. Coahoma, TX
35. Andrews, TX
36. Ballinger, TX
37. San Angelo, TX
38. Goodfellow AFB, TX
39. Miles, TX
40. Winters, TX
41. Snyder, TX

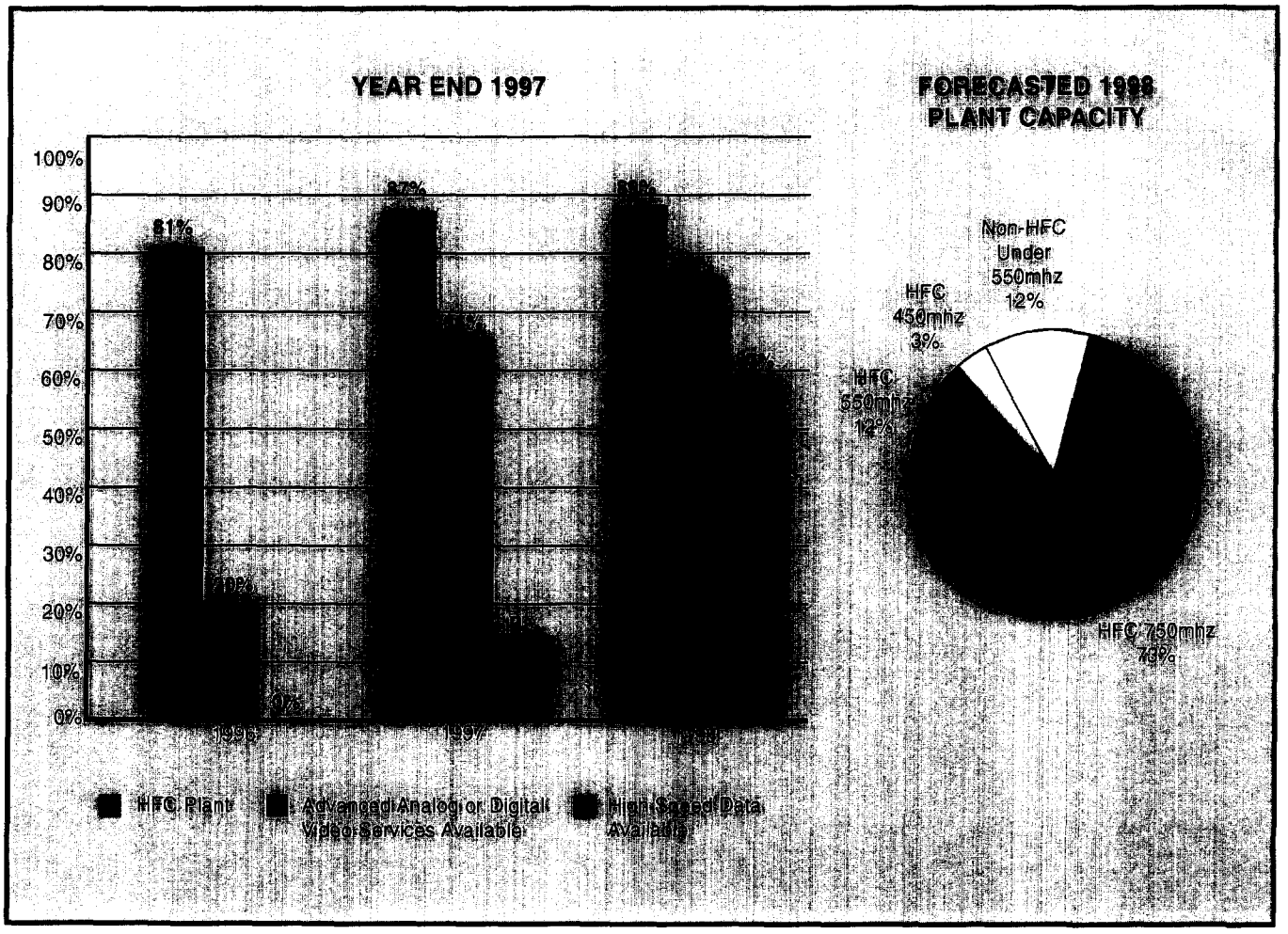
If you need any additional information, please call me at (903) 510-5176.

Sincerely,

Terri Weldon
Paralegal

* Do not require franchise agreements.

BRESNAN NETWORK UPGRADES AND NEW SERVICES



Bresnan's Upgraded Telecommunications Network

- Upgraded 87% of its systems to incorporate Hybrid Fiber-Coaxial (HFC) architecture.
- Of those customers receiving service across HFC plant, 75% have a 750 Mhz network—with an analog channel capacity of 110.
- Majority of customers receive a minimum of 50 channels of Basic and Preferred services.
- Also 66% of current customers have capability to receive advanced analog services, including multiplexed premium networks, an optional tier of eight channels of movies, sports and children's programming, an advanced programming selector and remote as well as an on-screen guide with viewer/parental control features.
- By year-end 1998, 92% of current customers will have advanced analog or digital services available to them.
- Have launched two-way high-speed Internet service via cable modems to some 14% of customers as of December, 1997; by year-end, 58% are expected to have these services available.
- More than 100 schools, businesses or municipal facilities are linked via Bresnan's broadband network for high-speed data, voice and/or interactive video services, with a number of additional sites to connected within next quarter.

BRESNAN'S TELECOMMUNICATIONS PROJECTS

MICHIGAN

Bresnan has launched BresnanLink high-speed cable Internet services in four cities and has built private and virtually private networks for schools, businesses and other institutions. The Company is launching Bresnan@Home high-speed cable Internet service in the Midland/Bay City area in October.

Delta College, Bay City, MI – Voice and High-Speed Data Communications Networks: Links four Delta College sites with two-way voice and data communications services. Delta College will have full voice and data connections with its Delta City Planetarium and Learning Center, allowing the College to provide distance learning and other telecommunications services to the Bay/Arenac Intermediate School District.

Copper Country Intermediate School District (Houghton/Hancock, MI) – Interactive Television: Serves twelve educational sites throughout Keweenaw, Houghton and Baraga Counties.

Delta-Schoolcraft Intermediate School District (Escanaba, MI) – Interactive Television: Links seven high schools, two junior high schools and the Hannahville Indian School.

Escanaba Area School District (Escanaba, MI) – High-Speed Data Communications: Connects one high school, one junior high school, eight elementary schools and the administrative office.

The Marquette Network (Marquette, MI) – Interactive Television and High-Speed Internet Access: Connects six educational sites in the Marquette-Alger Intermediate School District; includes four schools, Northern Michigan University and the agency's office.

Marquette Area Public Schools (Marquette, MI) – High-Speed Data Communications / High-Speed Internet Access: Links ten schools, the administration building and the bus garage for high-speed data communications and high-speed access to the Internet.

Gogebic – Ontonagon Intermediate School District (Bergland, MI) – Interactive Television: Connects eight sites including six area high schools, Gogebic Community College and the School District Office. Bresnan is building over 30 miles of new fiber to connect the Watersmeet High School in Marinesco to the rest of the project.

National Mine, Ishpeming, Champion and Ely Townships (Upper Peninsula, MI) – High-Speed Internet Access: Bresnan has linked the 330-computer network at Westwood High School and Aspen Ridge Elementary School to the broadband network, enabling the schools to receive high-speed access to the Internet.

Eastern Upper Peninsula Intermediate School District (Sault Ste. Marie, MI) – Interactive Television: Connects Bay Mills Community College and the Brimley School, both through 23 miles of fiber.

Michigan Works Network: Bresnan connected seven Upper Peninsula offices of Michigan Works, a government agency, for high-speed data communications and Internet access. Designed in part to help the unemployed find jobs, this network will connect offices in Escanaba, Iron Mountain, Marquette, Manistique, Munising and Menonomee to each other and the Internet.

Ogden Newspaper Group – High-Speed Data Communications: Bresnan created a high-speed link connecting the *Escanaba Daily Press* and the *Iron Mountain Daily News* to their printing facility in Powers, MI. This technology allows the two newspapers to transfer large data and graphics files from their newsrooms directly to their printing facility in a matter of minutes.

Superior Behavioral Health Network – High-Speed Data Communications: The network provides high-speed data communications and video conferencing to three locations. This virtual private network is used by Superior Behavioral Health for data transmission, enabling the agency to share files and administrative materials among sites.

Powder Horn Ski Lodge – High-Speed Internet: Bresnan provides the Powder Horn Ski Lodge in Ironwood, MI with Internet service and a high-speed data connection to its administrative building.

MINNESOTA

Bresnan has launched high-speed cable Internet service in Marshall and plans to offer service in Duluth later this year.

Duluth Independent School District 709 (Duluth, MN) – High-Speed Data Communications: Bresnan Communications has created a high-speed data communications network serving 32 schools in Duluth's ISD 709.

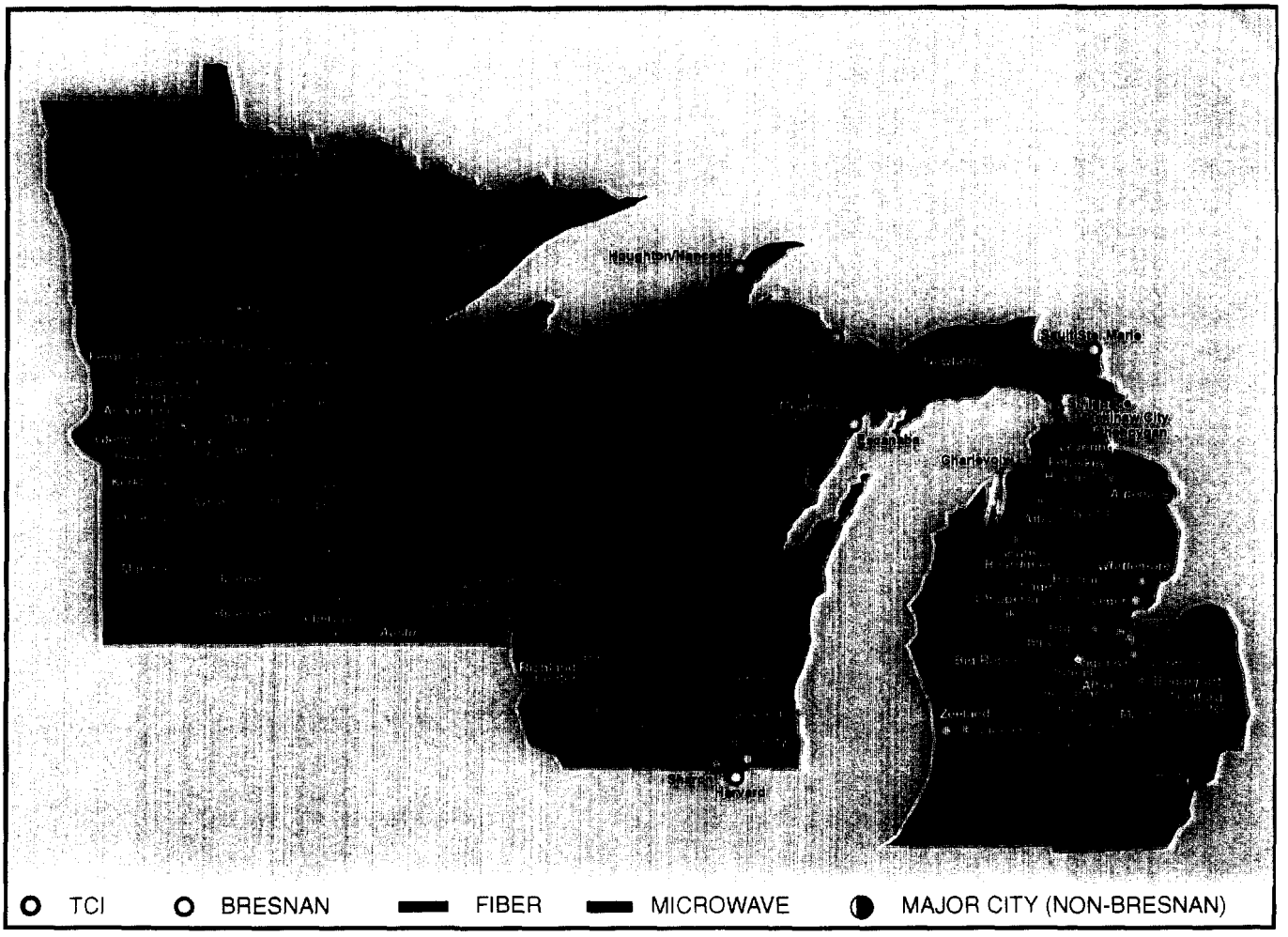
Mankato Independent School District 77 (Mankato, MN) – Interactive Television and High-Speed Data Communications: Bresnan operates a fiber optic network connecting 14 locations in the Mankato Independent School District 77 for high-speed data communications service via cable modems. The network also provides two-way, interactive, full-motion video to each site.

Southwest State University (Marshall, MN) – High-Speed Data Communications / High-Speed Internet: Bresnan has signed a contract to provide high-speed data communications, high-speed Internet access and cable service to the University, including over 700 dorm rooms.

WISCONSIN

City of Superior, WI – High-Speed Data Communications: Bresnan connected a high-speed data network linking seven locations throughout the City of Superior, WI, creating a more efficient way for Superior to conduct city business and provide services to its residents.

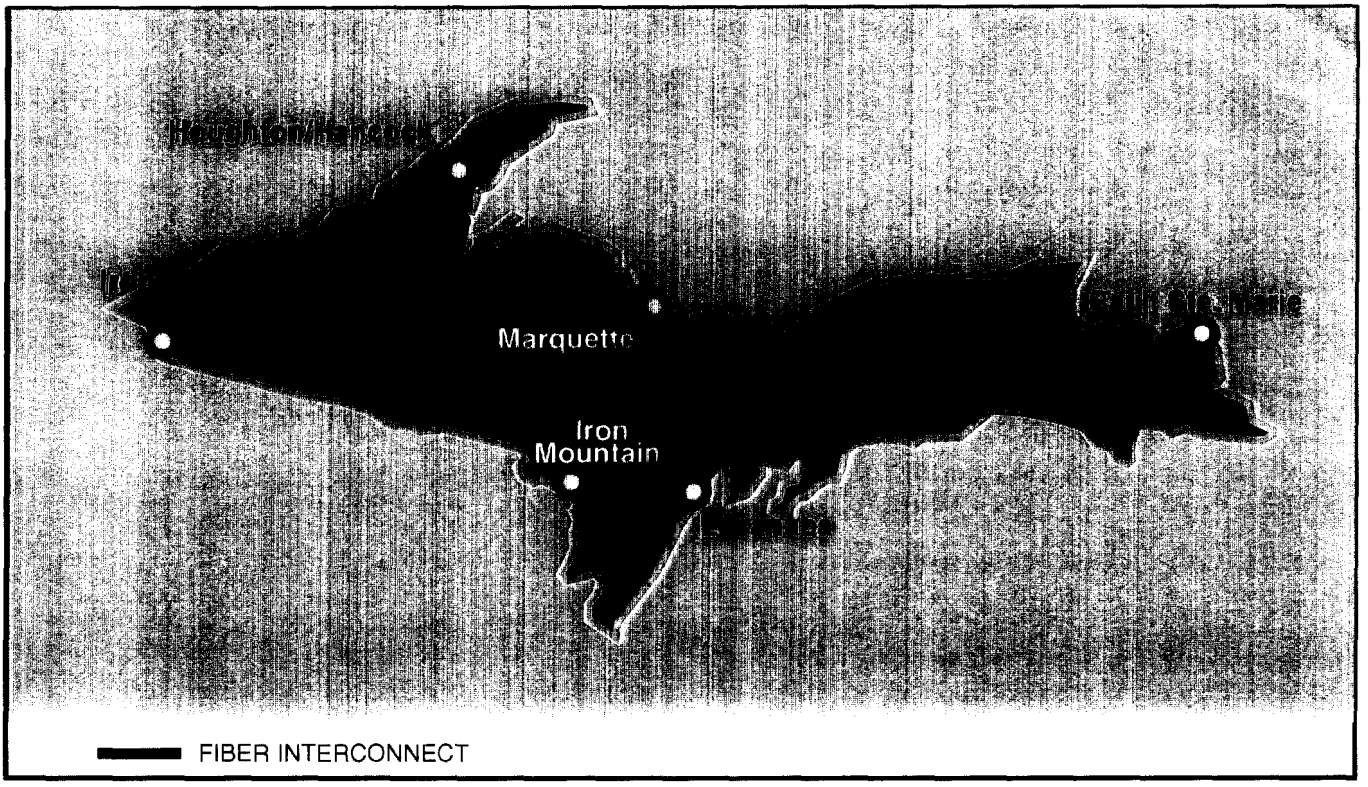
KEY CLUSTER AREAS – BRESNAN /TCI (MINNESOTA, WISCONSIN, MICHIGAN)



Clusters — Fiber and Microwave System Interconnections

- As a result of planned rebuilds and interconnections, 54% (42 out of 78) of the former TCI headends will be eliminated; 10 new clusters will be created, which together will encompass a total of 403,000 customers. This will improve operational efficiency and enable the addition of new technology, products and services.
- Four new clusters encompassing a total of 348,000 customers will be linked by fiber. These include:
  - St. Cloud, MN (48,000 customers)
  - Rochester, MN (101,000 customers)
  - Madison, WI (93,000 customers)
  - Saginaw-Midland-Bay City, MI (106,000 customers)
- Six new clusters, which together encompass a total of 55,000 customers, will be linked by AML microwave. Microwave interconnections include two in northern Michigan, one in southern Wisconsin, one in northern Minnesota, another in south central Minnesota, and one in Nebraska.
- Advanced analog and/or digital services will be available to large majority of all customers within three years.
- High-speed Internet and data services will be deployed in major clusters.
- WAN and private line services will be available to local schools, businesses or public institutions.
- Digital ad insertion capability will ensure a cost-effective advertising medium for local businesses.

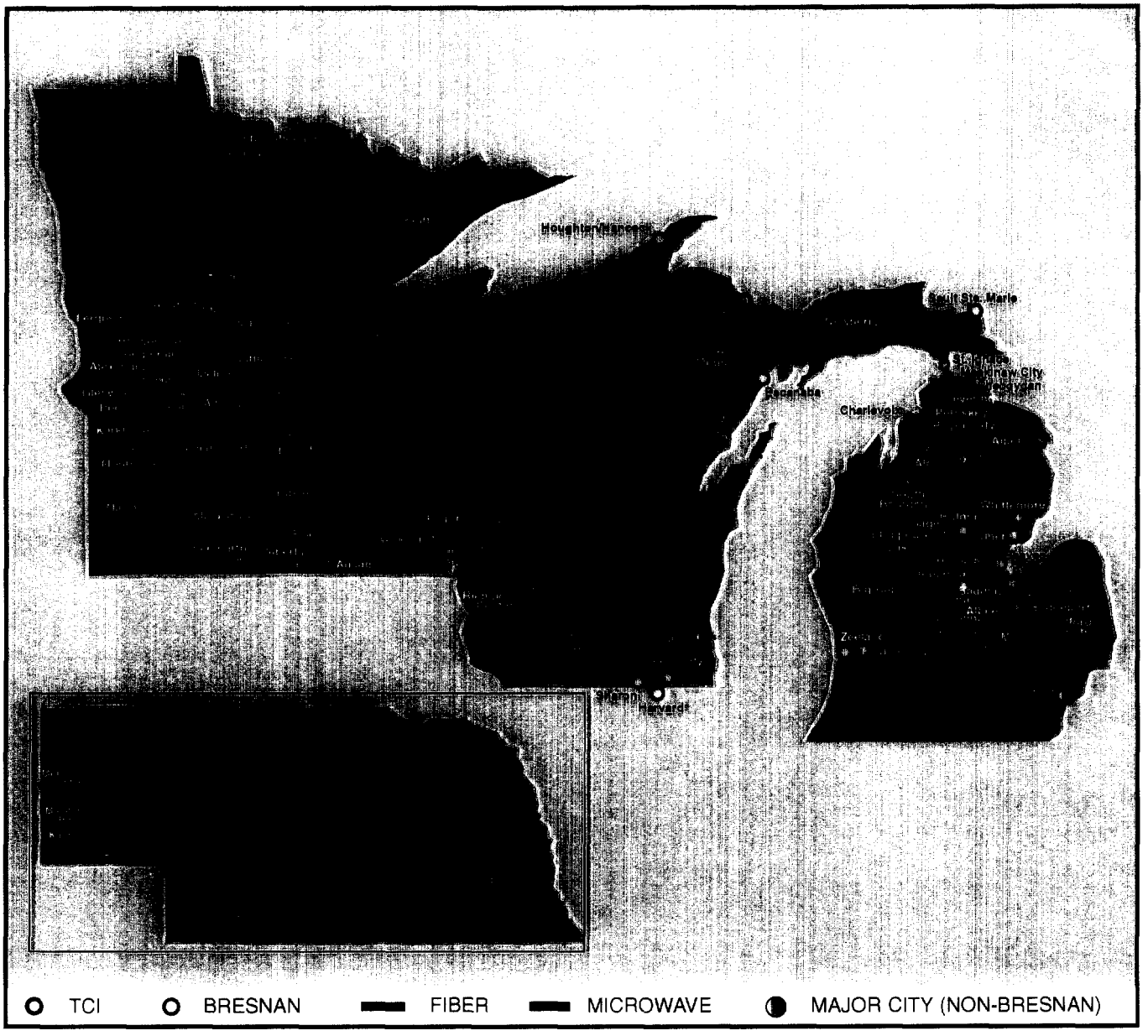
BRESNAN IN THE UPPER PENINSULA OF MICHIGAN



Upper Peninsula of Michigan Interconnect

- Interconnected four systems in the Upper Peninsula of Michigan via 245 miles of fiber optic cable.
- Created one large market of 52,000 customers, with possibility of further expansion.
- Fiber link created one large system with a primary headend, making it possible to deploy a broad range of new services. Services include multiplexed premium networks, new programming packages and advanced analog terminals.
- Installed digital ad insertion capability to ensure a high-quality and cost-effective advertising medium for local businesses.
- Built network operating center for high-speed data – with high-bandwidth connection to the Internet, routers and servers.
- Launched two-way high-speed Internet services via cable modems in four systems, with additional roll-outs planned for next quarter.
- Over 50 school, business and municipal sites are linked for high-speed data or interactive video services (Distance Learning) within the U.P. fiber interconnect.
- Examples of Distance Learning Networks include:
  - •Copper Country Intermediate School District (Houghton/Hancock, MI) – 12 educational sites
  - •Delta-Schoolcraft Intermediate School District (Escanaba, MI) – 10 sites
  - •Marquette Network (Marquette, MI) – 6 sites for Interactive Television and High-Speed Data
  - •Marquette Area Public Schools (Marquette, MI) – 12 sites.
- Examples of business and institutional projects include:
  - •Ogden Newspapers
  - •Michigan Works
  - •Superior Behavioral Health
  - •Powder Horn Ski Lodge

BRESNAN AND TCI IN MINNESOTA, WISCONSIN, MICHIGAN AND NEBRASKA



Bresnan with TCI Systems

- Addition of 29 more systems with 410,000 customers will create more opportunities for clustering.
- *Initially, an additional four clusters will be interconnected* through fiber networks.
- Six other clusters will be created through AML microwave technology.
- Upgrades will ensure that 83% of customers will be served by networks of at least 550 Mhz (80 analog channels) within three years; many of these customers will be served by 750 Mhz systems.
- Digital services will continue to be rolled out and will available to large majority of customers within three years.
- *Following staff reductions in the TCI systems in recent* years, additional management and staff will be added to enhance customer and technical service.
- Plan to implement Bresnan Customer Service program (which recently won two industry awards).
- Focus on establishing strong community relations programs through series of meetings with community officials and Bresnan executives as well as other initiatives and communications tools.

EXHIBIT 7

Marquette

the Superior location

July 29, 1998

To Whom It May Concern:

It is indeed a pleasure to have been invited by Bresnan Communications to put down in writing some of the comments I made while taping a video presentation.

As I stated in the video, it takes a long time to build a level of trust with a company, but we are at the point with Bresnan that the level of trust and comfort we have with them is very high. When they say they are going to do something, we know that they are going to follow through on their commitments.

The quality of service in Marquette has significantly improved with the conversion to fiber optics. This has brought an increase in quality in both sound and picture. This type of commitment indicates that Bresnan Communications is a part of the community and that they are here to stay.

In all of our dealings with Bresnan Communications, their integrity is unquestioned. They have done an exceptional job for us. They provide us with all the information and documentation requested and needed for franchise renewal. When asked to cover additional commission and town meetings, they have always been very receptive to our requests. Consequently, we have a very good working relationship with them.

While it has been approximately a year since the taping of the interview, I still feel very strongly that Bresnan Communications is an integral part of our community. They have done an exceptional job for us, both by increasing and improving the size and scope of their services, while at the same time making every effort to keep their costs in line by offering a variety of options to the consumers.

As a city commissioner, former mayor, and mayor pro-tem, I have certainly enjoyed working with Bresnan and am confident that we will continue our excellent working relationship with them in the future. Should you have any questions at all, please feel free to contact me.

Sincerely,

M. Cameron Howes

bpm

CITY OF MARQUETTE • 300 WEST BARAGA • MARQUETTE MI 49855-4763 • 906/228-0435 • FAX 906/228-0429

EXHIBIT 8

DULUTH

CITY OF DULUTH
OFFICE OF THE MAYOR
403 City Hall Duluth, Minnesota 55802-1199

218/723-3295 FAX 218/723-3611
gdoty@ci.duluth.mn.us

GARY L. DOTY
Mayor

July 31, 1998

Bresnan Communications
300 East Superior Street
Duluth, Minnesota 55802

Attn: Federal Communications Commission

To Whom it May Concern:

I have been asked by Bresnan Communications to share some of my thoughts on their service and involvement in our community of Duluth, Minnesota and am pleased to do so because our people have benefited by Bresnan's presence here. I am certain there are others that can better address the programming issues so I will leave that to them. I am however, with some authority, able to tell you that Bresnan is an outstanding corporate citizen of our community.

One of the things that makes Duluth great is the tremendous volunteer network we have, not only amongst individuals but businesses as well. Bresnan ranks with the best when it comes to supporting local activities, especially assisting the non-profit agencies that do such great work in our community but depend on help from companies like Bresnan. Their presence is everywhere. They provide prizes for events, donate air time for agency visibility, cash grants and probably most importantly, employees who volunteer their efforts. Bresnan is a business that does not just take from the community, but works to be a part of it and give back to our residents. As mayor, I never hesitate to pick up the phone and ask for help from Bresnan because their response is always positive. I appreciate having them in Duluth as a corporate citizen, but more so their employees who are in Duluth because they love it here and want to make our community better. Thank you for the opportunity to provide my input.

Sincerely,

Gary L. Doty
Mayor

GLD:ss

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EXHIBIT 9

August 5, 1998

Federal Communications Commission
c/o Bresnan Communications
Attn: Tim Barrett
P. O. Box 766
Brainerd, MN 56401

To Whom It May Concern:

I've been asked by Kevin Lloyd, General Manager of the Duluth Bresnan office, to share comments on the performance of Bresnan Cable Systems in Brainerd. I am happy to do so.

The Bresnan organization takes great pride in their state of the art facilities and the expanded offerings they provide viewers.

In the 7½ years that I've had the opportunity to be Mayor of the City of Brainerd, I've worked very closely with Bresnan in a variety of ways. Every time that I've worked with the company, or representatives of the company, I've felt very good about the fact that they listen to our needs and concerns, and they try very hard to deal with those needs and concerns. They do so in a very positive manner. The people that I have come in contact with that are part of the Bresnan family are very helpful and very special people. In politics, I think a lot of people would agree that no news is good news. If people aren't calling, they're usually satisfied with how things are going. The citizens of Brainerd appear to be satisfied with the Bresnan way of doing business.

Thank you for the opportunity to share my satisfaction with you and with others who might be searching for a communications company.

Sincerely,

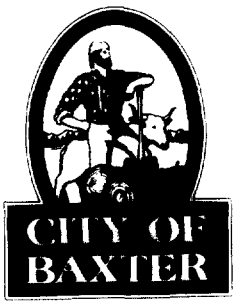
CITY OF BRAINERD

Bonnie K. Cumberland

Bonnie K. Cumberland
Mayor

BKC/sss

EXHIBIT 10



P.O. BOX 2626 • BAXTER, MINNESOTA 56425 • 218-829-7161

August 4, 1998

Bresnan Communications
Tim Barrett
P. O. Box 766
Brainerd, MN 56425

Attn: Federal Communications Commission

TO WHOM IT MAY CONCERN:

Bresnan Communications has asked that I write concerning their service in the Brainerd/Baxter area. They are a part of the fastest growing community in Minnesota and the service they provide our area is second to none.

Bresnan Communications is a great company to work with as their staff of employees strive to make it their business to serve the public, whether it be in the billing department or out in the field. They make every effort to give back to the community in volunteerism and donations.

We are proud to say Bresnan Communications is located in Baxter, Minnesota and are looking forward to working with them for a very long time.

Sincerely,

Gary Muehlhausen

Gary Muehlhausen
Mayor

EXHIBIT 11

City of Mackinac Island

Mackinac Island, Michigan 49757

July 31, 1998

TO WHOM IT MAY CONCERN:

Bresnan Communication has become an important part of the way of life on Mackinac Island. Over the years, we had been wanting to get cable television for Mackinac, and several other companies had looked at us, but they would not do it because we are such a small market. So, I always credit Bresnan with the one that stepped to the plate and did it for us and really brought the Island into the 21st century.

Bresnan Communication has been a good company to work with over the years. People sense when people are sensitive to their needs and that is coming from the top down to all their customers.

Sincerely,

Margaret M. Doud

Margaret M. Doud
Mayor

EXHIBIT 12

FOR IMMEDIATE RELEASE

CONTACT: John Hamburger
Terayon Communication Systems
408-486-5273
email: johnh@terayon.com

Bob Roseman
TCA Cable TV
903-595-3701
email: bob@tca-cable.com

TCA Cable Orders 10,000 Cable Modems from Terayon

TCA Expects Terayon to Help Achieve Double-Digit Modem Penetration

Tyler, Texas. (August 3, 1998) - TCA Cable TV announced today that they have placed an order for 10,000 cable modems and accompanying headend equipment from Terayon Communication Systems. This represents the second major order for Terayon modems from TCA, the sixteenth largest U.S. cable operator, with an extensive cable network, passing 1.2 million homes in Texas, Arkansas, and Louisiana. TCA is deploying the Terayon systems to provide high-speed access for both business and residential customers over their network.

According to Fred Nichols, Chief Executive Officer of TCA, "TCA has seen a significant revenue increase from the deployment of residential and business broadband services. Terayon's cable modem systems continue to provide a level of robustness and Quality of Service that allows TCA to realize revenue for both business and residential data services, in a very short timeframe."

Bob Roseman, TCA's Vice President of Business Development, added, "We continue to be impressed by the speed with which the Terayon modem systems can be deployed across our systems. Since Terayon's systems can be deployed over the broad range of our cable plants, these modem systems give TCA a cost-effective means of delivering data services, regardless of specific plant conditions."

Zaki Rakib, Terayon's Chief Executive Officer, commented, "TCA has demonstrated that a well-run cable operator, with a focus on data services, can rapidly deploy new services and gain incremental revenue from subscribers. TCA continues to challenge conventional wisdom about the limitations of cable modem deployment, and is making significant progress toward their aggressive cable modem penetration goals."

The Terayon systems, which TCA began to deploy in February of this year, have allowed them to rapidly expand their data service footprint and revenue stream. TCA's initial data service market in Bryan/College Station, Texas, launched in late-April, has in a few short months made fast progress toward a goal of 15 percent cable modem penetration. TCA is aggressively pursuing the lucrative business service market, and projects that in five years, half of their subscriber revenue will derive from higher-margin business customers.

Bob Roseman added, "We are impressed with the ease of installation of the Terayon modems, which allows us to install over 80 percent of the cable modems without a technician. This significantly reduces installation time and costs, allowing us to roll out services much more rapidly."

TCA has already deployed the Terayon cable modem systems in Bryan/College Station, Amarillo, and Tyler, Texas. The Tyler plant is an all-coaxial system, which TCA purchased earlier this year from TCI, and is now using to deploy data services with Terayon modems. TCA later plans to expand its data service coverage to San Angelo, Texas; Lake Charles, Louisiana; and to communities in northwest Arkansas.

Terayon's high-performance cable modems were selected by TCA, as a result of the robust and reliable modem performance in a broad range of cable plant conditions. The Terayon systems deliver 14 megabit per second, two-way performance, even in demanding system

environments. In addition, Terayon's systems provide sophisticated Quality of Service capability, with the ability to control bandwidth in increments as small as 64 Kbps. This allows cable operators to offer tiered services-from residential Internet access to dedicated capacity for business-class services.

Terayon's systems are based on S-CDMA (Synchronous Code Division Multiple Access) technology, which provides robust performance over a broad range of cable plant conditions. Terayon's modem systems provide reliable service over any type of cable plant-from noisy all-coaxial systems to fiber-upgraded HFC (hybrid fiber/coax) systems. Terayon's systems incorporate sophisticated Quality of Service capabilities, allowing precise control of bandwidth. This allows cable operators to offer tiered services-from residential Internet access to business services for data and telephony.

Terayon is a privately held company, funded by venture capital firms, as well as Cisco Systems, Shaw Communications, and Sumitomo Corporation. Terayon has corporate headquarters in Santa Clara, California. Terayon's web site is located at www.terayon.com.

TCA Cable TV, Inc. was created in 1981 by the consolidation of corporations led by founder Robert M. Rogers since 1954. It is the nation's sixteenth largest cable television multiple system operator, serving approximately 870,000 customers, primarily in Arkansas, Louisiana, and Texas. TCA stock is publicly traded on the Nasdaq National Market System under the symbol TCAT. TCA's web site is located at www.TCA-CABLE.com.

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EXHIBIT 13

received
8-10-98 FOR

CITY OF ABILENE
P.O. Box 60
555 Walnut Abilene, Texas 79604
915/676-6206

August 6, 1998

Jeff Brown
General Counsel
TCA Management Company
3015 SSE Loop 323
Tyler, TX 75701

Dear Mr. Brown:

Since TCA began operating the cable system in Abilene sometime in February 1998, our relationship has been very good. Complaints to my office have decreased significantly and we are in the process of cordial franchise negotiations.

It is my feeling that cable TV service in Abilene is in a much better situation at this time then it was a year ago.

Sincerely,

Roy L. McDaniel
City Manager

RLM:sb

cc: Ruben Reveles, TCA Cable

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EXHIBIT 14

CITY OF TYLER

KEVIN P. ELTIFE
Mayor

August 7, 1998

TO WHOM IT MAY CONCERN:

TCA Cable TV, Inc. has requested that the City of Tyler provide its comments and views on the performance of the local cable system which operates under TCA Cable Partners II (the "Partnership"), a partnership formed between TCA Holdings II, L.P. ("TCA") (80% owner of the Partnership) and TCI American Cable Holdings, IV, L.P. ("TCI") (20% owner of the Partnership). The following represents the City's comments and views:

1. Local/Regional Commitment. Because TCA is a cable company that is based in Texas and has cable operations confined to the Southwest region, TCA is a "local" cable company that has made an ongoing commitment to the community of Tyler, Texas. Both in terms of customer service and in terms of cable system technology, TCA has made our City a priority and has made a significant financial and personnel commitment to our community. We believe they have been able to do this for the following reasons:

   a. TCA is a local company; and

   b. TCA has the financial resources, buying power and the technological research capabilities of a national MSO. This has been accomplished through TCA's partnership with TCI.

2. TCA's Decision-Making Capability. It has been our experience that whatever issue the community has raised with TCA regarding it cable system -- whether it is system technology, the provision of programming services or customer service issues, TCA has the immediate and full authority to make all decisions locally. TCA is clearly the company making the decisions that affect our cable community.

3. General Perception of the Partnership. We believe that the Partnership arrangement under which our local TCA cable company operates has provided us with the best of both worlds -- a company that has a long-term interest in our region and community as well as a company that has access to significant purchasing power and technology research through its Partnership with TCI. We believe this is a very positive relationship for our cable community.

Sincerely,

Kevin Eltife

OFFICE OF THE MAYOR, (903) 531-1250, 212 North Bonner, P. O. Box 2039, Tyler, Texas 75710